

**MINUTES OF THE ANNUAL MEMBERSHIP MEETING
OF
CAMP JOHN HAY GOLF CLUB, INC.**

Held on 13 May 2022, 10:30 a.m.
at Camp John Hay Golf Clubhouse
Loakan Road, Baguio City and through videoconference

I. Call to Order

The Chairman, Mr. Robert John L. Sobrepeña, called the meeting to order and presided over the same.

II. Certification of Notice and Quorum

The Corporate Secretary, Atty. Gilbert Raymund T. Reyes, recorded the minutes of the proceedings and certified that notices of the Annual Membership Meeting were sent to each member of the Club, in accordance with the rules of the Securities and Exchange Commission ("SEC") and the By-Laws of the Club. Atty. Reyes also certified that members representing 65.82% of the total memberships in good standing were present in person or through Zoom videoconference or represented by proxy. Hence, a quorum was present for the valid transaction of business as specified in the agenda.

III. Approval of the Minutes of the Annual Membership Meeting held on 13 May 2021

The Chairman presented, for the members' approval, the minutes of the Annual Membership Meeting held on 13 May 2021. Upon motion made and duly seconded, the minutes of the 13 May 2021 Annual Membership Meeting was approved as presented.

IV. Presentation of List of Current Members of the Club

The next item on the Agenda was the presentation of the list of current members of the Club, as required by the Revised Corporation Code. However, upon motion made and duly seconded, the presentation of the said list was dispensed with, considering the numerous members of the Club and in the interest of time.

V. Presentation of Management Report and the Highlights of Financial Statements for the Year 2021

The Club's Assistant General Manager, Mr. Judson D. Eustaquio, then presented his report on the operations of the Club for the year ending 31 December 2021.

RESULTS OF OPERATIONS (INCOME STATEMENT)

A. Membership Assessments and Operating Revenues

Mr. Eustaquio reported that in 2021, assessments for membership dues and Club fees amounted to P52.07 million while revenues from operations is at P16.51 million. Membership dues and Club fees are noticeably on an increasing trend since 2017 which is an essential element to cover the Club's fixed costs and accordingly offset the impact of the decrease in revenues from operations due to the pandemic. Revenue from operations of P16.51 million is 15% lower than P18.83 million in 2020 and about 50% below the average yearly revenues without pandemic (2017-2019) of P32.57 million.

B. Costs, Operating Expenses and Depreciation

Mr. Eustaquio also discussed that the lower operating revenues in 2021 is mainly due to the Corporate Cup golf tournament which is the last tournament in 2020 before the pandemic begun to hit. This also resulted in lower costs and operating expenses in 2021 which amounted to P60.34 million, lower by 13% or by P9.1 million compared to the P69.44 million in 2020. This is also lower by 21% or by P16.42 million compared to the annual average of the previous pre-pandemic years (2017-2019) of P76.76 million.

C. Earnings Before Income Tax, Depreciation & Amortization ("EBITDA")

Mr. Eustaquio reported that despite the lower revenue from operations, the Club still gained an EBITDA in 2021 of P8.25 million mainly due to the higher monthly dues and Club fees and the lower operating costs. This represents a 375% turnaround from the loss before income tax and depreciation of P3 million in 2020. In 2019, the Club reversed estimates of probable loss provisions in the amount of P21.26 million after determining that cash outflow from these estimates are no longer probable. This resulted to an EBITDA of P18.70 million. The EBITDA in 2021 is higher than the EBITDA in 2018 of P5.51 million and in 2017 of P4.37 million. According to Mr. Eustaquio, this shows a positive

indication of the Club's continuous growth to maintain a positive prospect in the near future.

FINANCIAL POSITION (BALANCE SHEET)

A. Current and Non-Current Assets

Mr. Eustaquio reported that current assets in 2021 amounted to P22.54 million which increased by 13% from P20.01 million in 2020. This is a slight increase or 1% from the pre-pandemic balance in 2019 of P22.38 million. Non-current assets, on the other hand, amounted to P372.45 million which decreased by 7% from P400.76 million in 2020 and by 13% from P426.57 million in 2019. The decrease is mainly due to depreciation of P31.56 million, P31.02 million and P25.85 million in 2021, 2020 & 2019, respectively.

B. Liabilities and Equity

Mr. Eustaquio stated that total liabilities in 2021 amounted to P122.08 million which decreased by 13% from P139.88 million in 2020 and by 12% from P138.06 million in 2019. Equity, on the other hand, amounted to P272.90 million in 2021 which decreased by 3% from P280.88 million in 2020 and by 12% from P310.89 million in 2019. Liabilities remained at 30% of the Club's total assets while equity is at 70% for the five-year period.

According to Mr. Eustaquio, the Club's prospects for the future is quite optimistic with business operations continuously opening up to the new normal.

MAJOR GOLF COURSE PROJECTS, MAINTENANCE AND UPKEEP FOR 2021

Mr. Eustaquio also provided the members with updates on the maintenance activities conducted in the golf course:

Back half of Green 11 – This project started on 15 February 2020. The bermuda sod was removed in the back half of the green. Old sand, pea gravel and herringbone lines were removed. New drainage lines were also installed. It was backfilled with G1 gravel and pea gravel. Greensmix was backfilled to finish the green core. Complex around the green was reshaped and tied in to the green. Drainage line and catchment were constructed to catch the water from its surroundings. It was seeded/finished on 16 November 2021.

Renovation of Left Side of Green 9 – The project started on 1 February 2021. The old grass and sand were taken out. It was then backfilled with pea gravel and greensmix. It was also seeded/finished with Crystal Blue links on 28 February 2021.

Front of Green 6 – Backfill of dirt started on April 1, 2021. Landscaping of slope was done in October 2021 and sodding of approach was done on 12 December 2021.

Back Left Side of Green 16 – This project started on 20 May 2021. Tie in works were done at the back-left side of Green 16. The slope was softened and the ledge was removed. It was seeded/finished on 5 June 2021.

Putting Green Driving Range – This project was re-started on 5 August 2021. It was established with green core and drainage lines. It was also backfilled with pea gravel bedding. Greensmixed was combined with peatmoss to sand cap the green core. It was seeded/finished on 16 November 2021.

Greenside Bunker 9 – Project started on 1 August 2020. Original bunker was reshaped to become smaller. It was constructed with new drainage lines. It was also refilled with 3.5 cubic meters of Silica Sand on 11 June 2021.

Renovation of Right-Side Fairway Bunker 9 –The bunker face was reshaped together with its surrounding. Project started on 3 January 2021 and was finished on 31 January 2021.

Renovation of First Fairway Bunker 1 - The reconstruction of the drainage lines was done. This project started on 1 March 2021 and was finished on 10 March 2021.

Greenside Bunker 10 – Improvement of drainage lines were made. New pea gravel was filled and was refilled with 5 cubic meters of Silica Sand on 11 June 2021.

Greenside and Rightside Bunker 18 by the Cartpath – Drainage lines are in good condition and are working well. It was refilled with new pea gravel. It was refilled with 4 cubic meters of Silica Sand on 13 June 2021. The right-side bunker's drainage lines were already silted. It was removed and replaced with new pipes and pea gravel. It was refilled with 7.5 cubic meters of Silica Sand on 14-17 June 2021.

Cultivation of Bunkers – All bunkers were cultivated and leveled out. Proper raking and boarding works were also done.

Bunker 16 Converted into Grassy Hollow – The bunker was emptied of bunker sand sometime in 2019. On 1 June 2021, the area was filled in using the dirt from the driving range. The area was sodded/finished with carabao grass on 4 October 2021.

Rehabilitation of Catchment 17 - Project was started on 5 January 2022. Silted sod and sand were removed. It was backfilled with clean sand and planted with core plugs on 19 January 2022.

The landscaping of the tree stump in Tee 5 was done on 17 to 18 January 2022.

The landscaping of the tree stump in Hole 13 was done on 2 February 2022 while the landscaping of the tree stump in Hole 7 was done on 14 February 2022

The tiling works at the Membership and Human Resources and Development Office was completed on 26 November 2021

CLUB ACTIVITIES AND TOURNAMENTS

Mr. Eustaquio reported that this year, the Club once again played host to the prestigious annual tournament, the world-renowned Fil-Am Invitational which was the first golf tournament approved by the Inter-Agency Task Force for the Management of Emerging Infectious Diseases and the Local Government of Baguio City during the pandemic.

HUMAN RESOURCES DEVELOPMENT MANAGEMENT

Mr. Eustaquio also emphasized the efforts to achieve the Club's corporate social responsibility towards the City of Baguio and the Club's employees.

In 2021, the Club managers, supervisors, and associates conducted numerous projects/programs for community service and provided various employee benefits for the betterment of the organization and workforces, including:

1. Wellness programs for members and staff;
2. Health and safety programs such as routine testing and health awareness campaigns;
3. Programs for rewards and recognition of club employees:
 - Loyalty Award Program for employees who have rendered 5 years of service; and
 - Awarding of Employee, Supervisor and Agency of the Year.

4. Community pantries in coordination with members and other donors.

According to Mr. Eustaquio, the Club sees the easing of restrictions as an opportunity to host more tournaments.

VI. Ratification of all Actions and Proceedings Taken by the Board of Governors and Corporate Officers

The Chairman presented, for ratification, all actions, resolutions and proceedings taken or adopted by the Board of Governors and corporate officers of the Club since the Annual Membership Meeting on 14 May 2021 until 12 May 2022. Upon motion made and duly seconded, the following resolution was passed:

“RESOLVED, That all the actions, resolutions and proceedings taken by the Club’s Board of Governors and corporate officers from 14 May 2021 to 12 May 2022, are hereby approved and ratified.”

VII. Ratification and Approval of the Audited Financial Statements for the Year 2021

The Chairman presented, for the members’ approval, the audited financial statements for the calendar year ending 31 December 2021, the highlights of which were presented by the General Manager in his financial report.

Upon motion made and duly seconded, the following resolution was unanimously passed by the members of the Club:

“RESOLVED, That the Audited Financial Statements for the calendar year ending 31 December 2021, as presented by the General Manager of the Club, are hereby approved and ratified.”

VIII. Report on the Incumbent Governors

The next item on the Agenda is the Report on Incumbent Governors, as required by the Revised Corporation Code. The Chairman stated that since the profiles and compensation of the incumbent Governors were already included in the Definitive Information Statement previously

furnished the members, the Club will just present the attendance report for the year 2021.

Mr. Eustaquio presented to the members, the Report on the Attendance of Incumbent Governors in 2021 Board Meetings attached hereto as Annex "A".

IX. Appointment of External Auditor

Isla Lipana & Co., an independent auditor duly accredited with the SEC, was nominated as the Club's external auditor for 2022-2023. Upon motion made and duly seconded, the following resolution was passed:

"RESOLVED, That Isla Lipana & Co. be appointed as the Club's independent auditor for 2022-2023."

X. Election of Board of Governors

Mr. Jaime Borrromeo, Chairman of the Club's Nomination and Election Committee, was called to present the final list of nominees to the Board of Governors, as approved by the Club's Nomination and Election Committee ("NOMELEC"). The Chairman informed the members that the Club is required by regulating agencies to cause the election of at least three (3) Independent Governors in the Board. Mr. Cabrera then proceeded to present the following ten (10) members as the candidates for election as members of the Board of Governors for 2022-2023:

1. Gulshan Bedi
2. Mario V. Benitez, Jr. – Independent Governor
3. Jaime M. Cacho
4. Mauricio G. Domogan – Independent Governor
5. Ramon Luis F. Garcia – Independent Governor
6. Francisco C. Gonzalez
7. Alfredo M. Mendoza
8. Ferdinand T. Santos
9. Robert John L. Sobrepeña
10. Rafael Perez de Tagle, Jr.

Mr. Borrromeo informed the members of the Club that no further nominations would be allowed, pursuant to the Club's By-Laws. Mr. Ramoncito Cabrera, vice-chairman of the NOMELEC, moved that there being only ten (10) candidates for the ten (10) seats on the Board of Governors, the casting and canvassing of votes be already dispensed with and that those nominated be considered as having been elected as

Governors of the Club by acclamation. After Mr. Cabrera's motion was duly seconded, the following candidates to the Board of Governors were proclaimed elected unanimously by acclamation:

1.	Gulshan Bedi
2.	Mario V. Benitez, Jr. (Independent Governor)
3.	Jaime M. Cacho
4.	Rafael Perez De Tagle, Jr.
5.	Mauricio G. Domogan (Independent Governor)
6.	Ramon Luis F. Garcia (Independent Governor)
7.	Francisco C. Gonzalez
8.	Alfredo M. Mendoza
9.	Ferdinand T. Santos
10.	Robert John L. Sobrepeña

Attached is a copy of the Announcement of the Results of the Election as Annex "B" hereof.

No objection was raised with regard to the results of the election.

XI. Adjournment

There being no further business to transact and upon motion made and duly seconded, the meeting was thereupon adjourned.


GILBERT RAYMUND T. REYES
Corporate Secretary

ATTEST:


ROBERT JOHN L. SOBREPEÑA
Chairman of the Board

ANNEX “A”

REPORT ON ATTENDANCE OF INCUMBENT GOVERNORS IN BOARD MEETINGS FOR 2021

Governor	January 19 (Regular)	April 20 (Regular)	May 14 (Organizational)	July 27 (Regular)	October 19 (Regular)	% Attended
Robert John L. Sobrepeña	✓	✓	✓	✓	✓	100%
Rafael Perez De Tagle, Jr.	✓	✓	✓	✓	✓	100%
Ferdinand T. Santos	✓	✓	✓	✓	✓	100%
Francisco C. Gonzalez	x	✓	✓	✓	✓	80%
Mario V. Benitez, Jr.	✓	✓	✓	✓	✓	100%
Ramon Luis F. Garcia	✓	✓	✓	✓	✓	100%
Alfredo M. Mendoza	✓	✓	✓	✓	✓	100%
Gulshan Bedi	✓	✓	✓	✓	✓	100%
Jaime M. Cacho	✓	✓	✓	✓	✓	100%
Mauricio G. Domogan ¹	N/A	✓	✓	✓	✓	100%

¹ Appointed on 19 January 2021.



RESULTS OF THE ELECTION

Dear Camp John Hay Golf Club Members,

The following candidates to the Board of Governors for 2022 - 2023 were elected during the Annual Members' Meeting held on 13 May 2022:

	CANDIDATES
1.	Gulshan Bedi
2.	Mario V. Benitez, Jr. (Independent Governor)
3.	Jaime M. Cacho
4.	Rafael Perez De Tagle, Jr.
5.	Mauricio G. Domogan (Independent Governor)
6.	Ramon Luis F. Garcia (Independent Governor)
7.	Francisco C. Gonzalez
8.	Alfredo M. Mendoza
9.	Ferdinand T. Santos
10.	Robert John L. Sobrepeña

I hereby certify, that pursuant to the Club's By-Laws and its New Manual on Corporate Governance, the ten (10) candidates, who were voted unanimously by acclamation of 1,294 memberships, are proclaimed elected.

Thank you.

Sincerely,

MR. JAIME V. BORROMELO

Chairman

Nomination and Election Committee